

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE: (312) 984-3821

T. D. MARION
DIRECTOR-EQUIPMENT FINANCING
AND ASSISTANT TREASURER

June 26, 1986

Honorable Noreta R. McGee
Acting Secretary
Interstate Commerce Commission
12th & Constitutional Ave., NW
Room 2215
Washington, DC 20423

REGISTRATION NO. 14980-A

6 178A075

No.

Date JUN 27 1986

Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

\$10.00 filing fee

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C.
Section 11303(a) and the regulations promulgated thereunder are three
(3) executed copies of the following document:

Manufacturing Agreement Supplement No. 1
dated as of June 5, 1986, a secondary document
supplementing the Manufacturing Agreement dated
as of March 3, 1986, between Trinity Industries,
Inc. and Trailer Train Company

The parties to these transactions are as follows:

Trailer Train Company (Purchaser)
101 North Wacker Drive
Chicago, Illinois 60606

Trinity Industries, Inc.
Pullman Standard Manufacturing Div.
1414 Field Street
Hammond, IN 46320

The general description of the equipment is as follows:

CAR TYPE	AAR Mechanical Designation	No. of Units	Marked	Numbered
Single unit, Front Runner intermodal flatcar, Contract T-4086-P	FC	75	TTUX	145520-145594
5 platform articulated double-stack container well car, Contract T-4085-P	FC	5	DTTX	64000-64004

* All units will have marked on each side the following legend,
"Ownership subject to a Security Agreement filed with the Inter-
state Commerce Commission".

ICC OFFICE OF
THE SECRETARY
JUN 27 12 12 PM '86
MOTOR OPERATING UNIT

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Honorable Noreta R. McGee
June 26, 1986
Page 2

Enclosed is a check in the amount of \$10.00 to cover filing fees.

Prior recordations relating to this Supplement No. 1 being recorded are as follows:


- 1) Manufacturing Agreement dated March 3, 1986,
recorded on June 13, 1986, at 10:35 a.m.,
recordation number 14980.

A short summary of the documents to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1
covering 75 Front Runner single platform
intermodal flatcars numbered 145520-145594
and 5 5-platform container well cars numbered
64000-64004."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts to the undersigned or bearer.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:k kb
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/27/86

OFFICE OF THE SECRETARY

T.D. Marion
Trailer Train Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/27/86 at 12:25pm, and assigned re-recording number(s). 14980-A

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

14980-A
RECORDED & INDEXED JUN 27 1986

JUN 27 1986 - 12 25 PM

MANUFACTURING AGREEMENT SUPPLEMENT #1, ^{INTERSTATE COMMERCE COMMISSION} dated as of June 5, 1986, between TRINITY INDUSTRIES, INC., PULLMAN STANDARD MANUFACTURING (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of March 3, 1986, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

TRINITY INDUSTRIES, INC.
PULLMAN STANDARD MANUFACTURING
By: L. Clark Wood
Vice President

(Corporate Seal)

ATTESTATION:
Neil O. Shoop
ASSISTANT Secretary

TRAILER TRAIN COMPANY
By: R. J. [Signature]
Vice President and Treasurer

(Corporate Seal)

ATTESTATION:
Thomas D. [Signature]
~~Secretary~~ Assistant Secretary

STATE OF TEXAS)
) SS.:
COUNTY OF DALLAS)

On this 20th day of June, 1986, before me personally appeared L. Clark Wood, to me personally known, who, being by me duly sworn, says that he is a Vice President of PULLMAN STANDARD MANUFACTURING DIVISION of TRINITY INDUSTRIES, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Beverly Baldridge
Notary Public

(NOTARIAL SEAL)

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 9th day of June, 1986, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is a Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen R. Thurber
Notary Public

(NOTARIAL SEAL)

My Commission Expires November 15, 1988

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1 TO
MANUFACTURING AGREEMENT DATED AS OF March 3, 1986

TRINITY INDUSTRIES, INC.
Pullman Standard Manufacturing Division
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

ITEM 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Including)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
TTUX	75	145520-145594	\$ 25,477.00	\$1,910,775.00	Aug.-Sep.'86	T-4086-P
DTTX*	5	64000-64004	\$127,375.00	\$ 636,875.00	July '86	T-4085-P

ITEM 2: December 31, 1986

ITEM 3: ~~December 31, 1986~~ To BE DETERMINED *LCU*

ITEM 4: 1414 Field Street, Hammond, IN 46320

* 5-unit Articulated Container Well Cars; TTX Specification #68-43-011586;
Pullman Specification #PSM-1027.